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UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

INN FOODS, INC.,

Plaintiff,

vs.

TURNER MEAD, LLC, and PAUL
STEVEN MEAD, III,

Defendants.

Case No.: 3:07-cv-649

**~~[PROPOSED]~~ ORDER GRANTING MOTION OF DENNIS SALES, LTD.
FOR LEAVE TO INTERVENE AND TO AMEND PRELIMINARY INJUNCTION**

^{unopposed}
The Motion of Dennis Sales, Ltd. for Leave to Intervene and to Amend Preliminary Injunction came before this Court on Friday, September 21, 2007 9:00 a.m., after proper notice was issued. ~~No party appeared. Katy Koesner Esquivel, counsel for the Plaintiff and Intervening Plaintiff appeared telephonically.~~

The Court finds that Dennis' claims an interest relating to property which is the subject of this action, under the Perishable Agricultural Commodities Act ("PACA"), 7 U.S.C. §499a, et seq., which law requires full payment promptly to unpaid produce suppliers or sellers, and establishes a statutory trust for the benefit of all unpaid qualified produce suppliers or sellers. The Court further finds that Dennis is so situated that the disposition of this action may, as a practical matter, impede Dennis' ability to protect that interest, and that Dennis' interest is not adequately represented by Inn Foods, given that the Court has entered a Preliminary Injunction Order for the

benefit of Inn Foods, only, thereby freezing the PACA trust assets held in trust by defendant Turner Mead, LLC ("Turner Mead") and inhibiting payment of these assets to anyone other than Inn Foods. The Court further finds that if the Preliminary Injunction Order is not amended to permit Dennis to share in the PACA trust assets, it will continue to inhibit Dennis from receiving any payments from Turner Mead. The Court further finds that Dennis' claim and the main action have common questions of law and fact.

Based on the foregoing, and there being no objection to Dennis' intervention, **IT IS HEREBY ORDERED** that:

1. The Motion of Dennis Sales, Ltd. for Leave to Intervene and to Amend Preliminary Injunction is GRANTED.

2. Dennis will file the proposed form of Complaint in Intervention attached to Dennis' motion within fifteen (15) days of the date of this Order.

3. Dennis will serve its Complaint In Intervention, after filing, upon all named defendants in accordance with the Federal Rules of Civil Procedure and any applicable local rules.

4. Within ten (10) days of the date of this Order, Dennis and original plaintiff Inn Foods will jointly submit a proposed form of Amended Preliminary Injunction Order, which will permit Dennis to share in the PACA trust assets held in trust by defendant Turner Mead and provide for Dennis to receive payments from Turner Mead.

5. Immediately upon entry of this Order and until the Court has entered an order amending the Preliminary Injunction Order in the manner described above in Paragraph 4 of this Order, Inn Foods will hold in escrow, for the benefit of both Inn Foods and Dennis, any and all PACA trust assets it has received to date and any future payments of PACA trust assets it receives from the defendants in connection with this litigation.

1 **DONE AND ORDERED** in Chambers at San Francisco, California this 21 day of
2 Sept
3 _____, 2007.



Susan Illston
United States District Court Judge